

M1049/047

**SECRETARY'S CERTIFICATE**

**OF**

**RESOLUTION GRANTING AUTHORITY**

I, Gary P. Graphia, Secretary of The Shaw Group Inc. (the "Company"), do hereby certify that:

The following is a true, correct and complete copy of a resolution duly adopted by the Board of Directors of the Company, a quorum being present and acting throughout:

**RESOLVED** by this corporation that the Chairman, President and Chief Executive Officer or his designee ("Corporate Representative") may establish and amend, from time to time, policies for the Investment of the corporation's excess funds.


**RESOLVED**, by this corporation that it is authorized to establish accounts for the investment of the corporation's excess funds and enter into investment management agency, custodial and any other applicable agreements with institutions selected by an authorized Corporate Representative.

**RESOLVED** by this corporation that an authorized Corporate Representative, acting jointly or singly, is hereby authorized to enter into and sign the above referenced agreements on behalf of this corporation, and are empowered to all such acts as are necessary to the fulfillment of said agreements.

**RESOLVED** by this corporation that an authorized Corporate Representative may act to give instructions on behalf of the Corporation for transactions specifically to give written or oral instructions, by mail, telephone, telegraph or otherwise to buy or sell securities.

**IN WITNESS WHEREOF** I have hereunto set my hand and affixed the seal of The Shaw Group Inc. this 19 day of October, 2001.

SEAL

  
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Gary P. Graphia, Secretary

**RECEIVED**

**NOV 17 2005**

**DIV. OF OIL, GAS & MINING**